

**TRAILER TRAIN
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE: (312) 984-3821

T. D. MARION
DIRECTOR-EQUIPMENT FINANCING
AND ASSISTANT TREASURER

7-266A027

September 22, 1987

Honorable Noreta R. McGee
Acting Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, N.
Room 2215
Washington, DC 20423

RECORDATION NO. 15091 A Filed 1428

SEP 23 1987 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

No.

SEP 23 1987

Date

Fee \$

ICC Washington, D.C.

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are five (5) fully executed documents as follows:

Equipment Trust Agreement Supplement No. 1 dated as of September 21, 1987, a secondary document supplementing the Equipment Trust Agreement, Series 44, dated as of October 1, 1986.

Parties to this transaction are as follows:

Trailer Train Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Mercantile-Safe Deposit & Trust Co. (Trustee)
Two Hopkins Plaza
Baltimore, MD 21203

The general description of the equipment is as follows:

Type	AAR Mechanical Designation	No. of Units	Marked*	Numbered	Contract
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See attached Schedule I.

* All units will have marked on each side the following legend, "Ownership Subject to a Security Agreement Filed with the Interstate Commerce Commission".

SEP 23 1 21 PM '87
MOTOR OPERATING UNIT
ICC OFFICE OF
THE SECRETARY

This is under most letter under 15091

Ronald Campbell

Honorable Noretta R. McGee
September 22, 1987
Page Two

Enclosed is our check in the amount of \$10.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 1 being recorded are as follows:

- (1) Equipment Trust Agreement, Series 44, dated as of October 1, 1986, recorded on October 30, 1986, at 4:05 p.m., recordation number 15091.

A short summary of the Equipment Trust Agreement Supplement No. 1 to appear in the Index is as follows:

"Supplement No. 1 to the Equipment Trust Agreement, Series 44, dated September 21, 1987, amending the List of Equipment."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts to the undersigned bearer.

Very truly yours,



Thomas D. Marion
Director - Equipment Financing
and Assistant Treasurer

TDM:kkb

Enclosures

15091

SCHEDULE I

<u>Manufacturer/Description</u>	<u>Car Contract</u>	<u>Quantity</u>	<u>Company Car Numbers (All Inclusive)</u>	<u>AAR Mechanical Designation</u>
Gunderson, Inc.: 60'8", 100-ton capacity, center-partitioned bulkhead flatcars.	T-2086-F	300	83500 - 82799	FC
Thrall Car Manufacturing Co.: 60'8", 100-ton capacity, center-partitioned bulkhead flatcars.	T-4086-T	275	86000 - 86274	FC
Thrall Car Manufacturing Co.: 73'0", 100-ton capacity, center partitioned bulkhead flatcars.	T-4086-T	100	85275 - 86374	FC
Trinity Industries, Inc., Pullman Standard Manufacturing: 50', 70-ton capacity, single-platform, FRONT RUNNER flatcar equipped with one cushioned trailer hitch.	T-1086-P T-4086-P	225 75	145295 - 145519 145520 - 145594	FC FC
Thrall Car Manufacturing Co.: 50', 70-ton capacity, single-platform FRONT RUNNER flatcar equipped with one cushioned hitch.	T-1086-T	200	121500 - 121699	FC
Hyundai Precision & Industries Co., Ltd: 50', 70-ton capacity, single-platform FRONT RUNNER flatcar equipped with one cushioned hitch.	T-1086-H	100	130250 - 130349	FC

SCHEDULE I (Continued)

<u>Manufacturer/Description</u>	<u>Car Contract</u>	<u>Quantity</u>	<u>Company Car Numbers (All Inclusive)</u>	<u>AAR Mechanical Designation</u>
Bethlehem Steel Corporation: 50', 70-ton capacity, single-platform FRONT RUNNER flatcar equipped with one cushioned hitch.	T-1085-B	250	135500 - 135749	FC
Thrall Car Manufacturing Co.: 73', 100-ton capacity, center-partitioned bulkhead flatcars.	T-6A86-T	318	86375 - 86692	FC

1,843

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

9/23/87

T.D. Marion
Trailer Train Company
101 North Wacker Drive
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/23/87 at 1:30pm, and assigned re-
recording number(s). 15091-A

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1 dated
as of September 21, 1987, by and between MERCANTILE-SAFE
DEPOSIT AND TRUST COMPANY, a Maryland banking corporation,
as Trustee (the "Trustee") and TRAILER TRAIN COMPANY, a
Delaware corporation (the "Company").

RECORDATION NO. 15091-A
SEP 23 1987 - 1 20 PM
INTERSTATE COMMERCE COMMISSION

WHEREAS the parties hereto have entered into an Equipment Trust Agreement dated as of October 1, 1986 (the "Trust Agreement") providing for the sale, transfer and delivery to the Trustee of certain railroad equipment described in Schedule I thereto;

WHEREAS the Trust Agreement has been filed and recorded with the Interstate Commerce Commission pursuant to the requirements of 49 U.S.C. §11303 on October 30, 1986 at 4:05 PM and assigned recordation number 15091;

WHEREAS Section 5.03 of the Trust Agreement provides that in the event the Company shall, as provided in Section 4.01 or the Trust Agreement, cause to be transferred to the Trustee other Equipment (as defined therein) in addition to or substitution for any of the Equipment therein specifically described, such other Equipment shall be included as part of the Trust Equipment (as defined therein) by supplement thereto to be executed by the Trustee and the Company and to be filed with the Interstate Commerce Commission pursuant to the requirements of 49 U.S.C. §11303; and

WHEREAS the parties hereto desire to include certain units of Equipment in Schedule I to the Trust Agreement not previously specifically described therein, to be included in the trust created by the Trust Agreement;

NOW THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

(1) Schedule I is hereby supplemented and restated in its entirety as set forth in Exhibit I hereto, and

(2) The Company will promptly cause this Supplement No. 1 to be filed and recorded with the Interstate Commerce Commission pursuant to the requirements of 49 U.S.C. §11303.

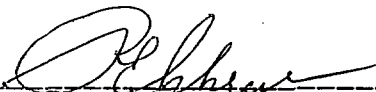
Except as supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Supplement No. 1 may refer to the "Equipment Trust Agreement dated as of October 1, 1986" without making specific reference to this Supplement No. 1, but nevertheless all such references shall be deemed to include this Supplement No. 1 unless the context shall otherwise require.

IN WITNESS WHEREOF, the Company and the Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Trustee

By


Vice President

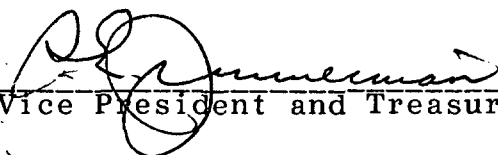
(CORPORATE SEAL)

Attest:


~~Trust Officer~~
CORPORATE TRUST OFFICER

TRAILER TRAIN COMPANY

By


Vice President and Treasurer

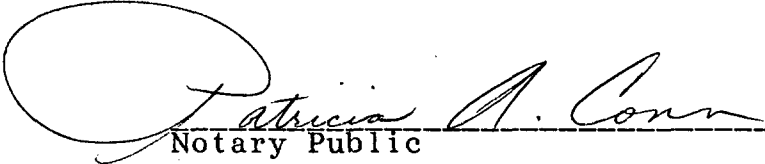
(CORPORATE SEAL)

Attest:


Assistant Secretary

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 21st day of September, 1987, before we personally appeared R.E. SCHREIBER to me personally known, who, being by me duly sworn, says that he is a Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(NOTARIAL SEAL)

MY COMMISSION EXPIRES JULY 1, 1990

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 21st day of September, 1987, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President and Treasurer of TRAILER TRAIN COMPANY, that one of seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public



SCHEDULE I

<u>Manufacturer/Description</u>	<u>Car Contract</u>	<u>Quantity</u>	<u>Company Car Numbers (All Inclusive)</u>	<u>AAR Mechanical Designation</u>
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